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**MILLER TOONE, P.C.**  
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[anderson@millertoone.com](mailto:anderson@millertoone.com)

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

|   |   |
|---|---|
| <b>In re:</b><br><br><b>COTTONWOOD ESTATES<br/>DEVELOPMENT, LLC</b><br><br><b>Debtor.</b> | <b>Bankruptcy Case No. 13-34298<br/>Chapter 11</b><br><br><b>Honorable R. Kimball Mosier</b><br><br><b>(Filed Electronically)</b> |
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**BALLOT REPORT**

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Cottonwood Estates Development, LLC, Debtor in this Chapter 11 case, has completed its plan solicitation process and has received the ballots described in this report. As is customary in the plan solicitation process, certain modifications to the plan have been made, and some ballots have been voted in favor of the plan based on incorporation of those modifications. The Debtor intends to file and pursue confirmation of the modified plan for the upcoming confirmation hearing. The Debtor asserts that none of the modifications are material such that a re-noticing would be required. This ballot report will first set forth the ballots received to the Debtor's Plan of Reorganization Dated May 27, 2014 currently on file (the "Plan"), and will then set forth the ballots received in anticipation of confirmation of the Debtor's Modified Plan of Reorganization, to be filed (the "Modified Plan"). All of the ballots are attached to this report.

**Ballots returned for the Debtor's Plan of Reorganization Dated May 27, 2014**

| <b><u>Class</u></b> | <b><u>Holder</u></b>               | <b><u>Amount Stated on Ballot by Creditor</u></b> | <b><u>Accept/Reject</u></b> |
|---------------------|------------------------------------|---|-----------------------------|
| 6                   | Richard D. Burbidge                | \$92,061.04                                       | Accept                      |
| 6                   | Bruce R. Baird, PC                 | \$16,440.00                                       | Accept                      |
| 6                   | Parr Brown Gee & Loveless, P.C.    | \$12,228.25                                       | Accept                      |
| 6                   | Urban Design Group                 | \$7,325.25  | Accept (received 7/1/14)    |
| 6                   | Hales Engineering                  | \$5,000   | Accept (received 7/1/14)    |
| 4                   | America First Federal Credit Union | \$21,053.911.48                                   | Reject                      |

In summary, Class 6 voted to accept the Plan by 100% of the votes cast. Classes 1 and 2 are non-voting classes. Class 5 did not submit any ballots or objections, and therefore is deemed to accept the Plan. The holder of the Class 5 Claim is an insider and it is expected the holder will vote in favor of the Plan and the Modified Plan. Class 4 voted to reject the Plan

**Ballots returned for the Debtor's Modified Plan of Reorganization**

(Italicized rows are new or modified ballots.)

| <b><u>Class</u></b> | <b><u>Holder</u></b>       | <b><u>Amount Stated on Ballot by Creditor</u></b> | <b><u>Accept/Reject</u></b> |
|---------------------|----------------------------|---|-----------------------------|
| 3                   | Salt Lake County Treasurer | \$252,979.82                                      | Accept                      |

In summary, Class 3 voted to accept the Modified Plan.

WHEREFORE, the Debtor submits that the Plan as Modified is accepted by all creditors allowed to vote, except Class 4.

DATED this 3<sup>rd</sup> day of July 2014.

MILLER TOONE, P.C.

*/s/ James W. Anderson*  
Blake D. Miller  
James W. Anderson

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class *six* claim against the Debtor in the unpaid amount of

Ninety-two thousand, sixty one Dollars (\$ 92,061.04 )

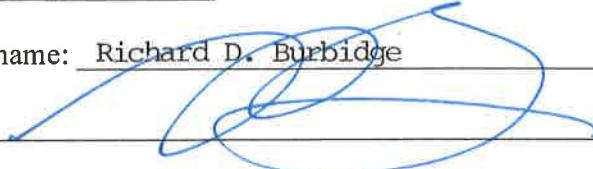
(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: June 20, 2014

Print or type name: Richard D. Burbidge

Signature: 

Title (if corporation or partnership) Partner

Address: 215 S. State St., #920

Salt Lake City, UT 84111

**RETURN THIS BALLOT ON OR BEFORE JUNE 30, 2014 TO:**

James W. Anderson  
Miller Toone, P.C.  
165 South Regent Street  
Salt Lake City, Utah 84111  
Fax: 801-363-5601  
[anderson@millerguymon.com](mailto:anderson@millerguymon.com)

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class six claim against the Debtor in the unpaid amount of  
Sixteen thousand four hundred forty Dollars (\$ 16,440 )

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: 6/27/14

Print or type name: Bruce R. Board, P.C.

Signature: 

Title (if corporation or partnership) Manager

Address: 2150 S. 1300 E #500  
SLC UT 84106

**RETURN THIS BALLOT ON OR BEFORE JUNE 30, 2014 TO:**

James W. Anderson  
Miller Toone, P.C.  
165 South Regent Street  
Salt Lake City, Utah 84111  
Fax: 801-363-5601  
[anderson@millerguymon.com](mailto:anderson@millerguymon.com)

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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**In re:**

**COTTONWOOD ESTATES  
DEVELOPMENT, LLC**

**Debtor.**

**Bankruptcy Case No. 13-34298  
Chapter 11**

**Judge R. Kimball Mosier  
(Filed Electronically)**

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**CLASS SIX BALLOT FOR ACCEPTING OR REJECTING  
DEBTOR'S PLAN OF REORGANIZATION DATED MAY 27, 2014**

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The Debtor, Cottonwood Estates Development, LLC, filed its Plan of Reorganization dated May 27, 2014 [docket # 65] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 66]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), [anderson@millerguymon.com](mailto:anderson@millerguymon.com). Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class six under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**If your ballot is not received by James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before June 30, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class *six* claim against the Debtor in the unpaid amount of  
Twelve Thousand Two Hundred Twenty Eight <sup>25</sup>/<sub>100</sub> Dollars (\$ 12,228.25 )

(Check one box only)

**ACCEPTS THE PLAN**

**REJECTS THE PLAN**

Dated: June 30, 2014

Print or type name: Parr Broken Gee & Loveless, P.C.

Signature: James W. Anderson

Title (if corporation or partnership) Vice President

Address: 101 South Zoo East, Suite 700  
Salt Lake City, Utah 84111

**RETURN THIS BALLOT ON OR BEFORE JUNE 30, 2014 TO:**

James W. Anderson  
Miller Toone, P.C.  
165 South Regent Street  
Salt Lake City, Utah 84111  
Fax: 801-363-5601  
[anderson@millerguymon.com](mailto:anderson@millerguymon.com)

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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**In re:**

**COTTONWOOD ESTATES  
DEVELOPMENT, LLC**

**Debtor.**

**Bankruptcy Case No. 13-34298  
Chapter 11**

**Judge R. Kimball Mosier  
(Filed Electronically)**

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**CLASS SIX BALLOT FOR ACCEPTING OR REJECTING  
DEBTOR'S PLAN OF REORGANIZATION DATED MAY 27, 2014**

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The Debtor, Cottonwood Estates Development, LLC, filed its Plan of Reorganization dated May 27, 2014 [docket # 65] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 66]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), [anderson@millerco.com](mailto:anderson@millerco.com). Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class six under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**If your ballot is not received by James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before June 30, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class *six* claim against the Debtor in the unpaid amount of  
Seven thousand three hundred twenty five Dollars (\$ 7,325 25 )

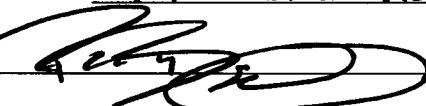
(Check one box only)

**ACCEPTS THE PLAN**

**REJECTS THE PLAN**

Dated: 6/30/2014

Print or type name: Paul Bringhurst

Signature 

Title (if corporation or partnership) PRESIDENT, URBAN DESIGN GROUP

Address: Po Box 1415

WEST JORDAN, UT 84084

**RETURN THIS BALLOT ON OR BEFORE JUNE 30, 2014 TO:**

James W. Anderson  
Miller Toone, P.C.  
165 South Regent Street  
Salt Lake City, Utah 84111  
Fax: 801-363-5601  
[anderson@millerguymon.com](mailto:anderson@millerguymon.com)

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class *six* claim against the Debtor in the unpaid amount of

five thousand Dollars (\$ 5,000 )

(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: 6/30/14

Print or type name: Ryan R. Hales

Signature: Ry-R. Hales

Title (if corporation or partnership) owner : Hales Engineering

Address: 2364 N. 1450 E.  
Lehi, UT 84043

**RETURN THIS BALLOT ON OR BEFORE JUNE 30, 2014 TO:**

James W. Anderson  
Miller Toone, P.C.  
165 South Regent Street  
Salt Lake City, Utah 84111  
Fax: 801-363-5601  
[anderson@millerguymon.com](mailto:anderson@millerguymon.com)

**EXHIBIT "A"**  
**FORM OF BALLOT**

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**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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|   |   |
|---|---|
| <b>In re:</b><br><br><b>COTTONWOOD ESTATES<br/>DEVELOPMENT, LLC</b><br><br><b>Debtor.</b> | <b>Bankruptcy Case No. 13-34298<br/>Chapter 11</b><br><br><b>Judge R. Kimball Mosier</b><br><br><b>(Filed Electronically)</b> |
|---|---|

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**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING  
DEBTOR'S PLAN OF REORGANIZATION DATED MAY 27, 2014**

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The Debtor, Cottonwood Estates Development, LLC, filed its Plan of Reorganization dated May 27, 2014 [docket # 65] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 66]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), [anderson@milleruymon.com](mailto:anderson@milleruymon.com). Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class 4 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before June 30, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

#### ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 4 claim against the Debtor in the unpaid amount of Twenty One Million Fifty Three Thousand Nine Hundred Eleven Dollars (\$21,053,911.48) and 48/100  
(Check one box only)

ACCEPTS THE PLAN

REJECTS THE PLAN

Dated: June 27, 2014

Print or type name: Shari Cheney

Signature: Shari Cheney

Title (if corporation or partnership) Manager - America First Federal Credit Union

Address: 4646 S. 1500 W., Suite 130

Riverdale, UT 84405

#### RETURN THIS BALLOT ON OR BEFORE JUNE 30, 2014 TO:

James W. Anderson  
Miller Toone, P.C.  
165 South Regent Street  
Salt Lake City, Utah 84111  
Fax: 801-363-5601  
[anderson@millerguymon.com](mailto:anderson@millerguymon.com)

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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|   |   |
|---|---|
| <b>In re:</b><br><br><b>COTTONWOOD ESTATES<br/>DEVELOPMENT, LLC</b><br><br><b>Debtor.</b> | <b>Bankruptcy Case No. 13-34298<br/>Chapter 11</b><br><br><b>Judge R. Kimball Mosier</b><br><br><b>(Filed Electronically)</b> |
|---|---|

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**CLASS *THREE* BALLOT FOR ACCEPTING OR REJECTING  
DEBTOR'S PLAN OF REORGANIZATION DATED MAY 27, 2014**

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The Debtor, Cottonwood Estates Development, LLC, filed its Plan of Reorganization dated May 27, 2014 [docket # 65] (the "Plan") in this case. The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement") [docket # 66]. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtor's counsel, James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, (801) 363-5600 (telephone), (801) 363-5601 (facsimile), [anderson@millerghuymon.com](mailto:anderson@millerghuymon.com). Court approval of the disclosure statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class *three* under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**If your ballot is not received by James W. Anderson, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111, on or before June 30, 2014, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. However, if no vote is cast in a particular Class, said Class will be deemed to have accepted the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

### ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class *three* claim against the Debtor in the unpaid amount of  
*Two Hundred Fifty - Two Thousand, Nine Hundred Seventy-nine and 82/100<sup>th</sup>*  
Dollars (\$ 252,979.82)

(Check one box only)

**ACCEPTS THE PLAN** *contingent on amending the plan to include  
the language in the attached email.*  
[ ] **REJECTS THE PLAN**

Dated: June 25, 2014

Print or type name: Bradley C. Johnson, representative of Salt Lake  
County Treasurer

Signature: Bradley C. Johnson

Title (if corporation or partnership) \_\_\_\_\_

Address: 2001 S. State St., 53600  
SLC, Utah 84190

### **RETURN THIS BALLOT ON OR BEFORE JUNE 30, 2014 TO:**

James W. Anderson  
Miller Toone, P.C.  
165 South Regent Street  
Salt Lake City, Utah 84111  
Fax: 801-363-5601  
[anderson@millerguymon.com](mailto:anderson@millerguymon.com)